

1 JORDAN ETH (CA SBN 121617)
2 JEth@mofo.com
3 JUDSON E. LOBDELL (CA SBN 146041)
4 JLobdell@mofo.com
5 ANGELA E. KLEINE (CA SBN 255643)
6 AKleine@mofo.com
7 MORRISON & FOERSTER LLP
8 425 Market Street
9 San Francisco, California 94105-2482
Telephone: (415) 268-7000
Facsimile: (415) 268-7522

7 Attorneys for Defendants SUNPOWER CORPORATION,
8 THOMAS H. WERNER, DENNIS V. ARRIOLA,
EMMANUEL T. HERNANDEZ, JOHN B. RODMAN,
T.J. RODGERS, W. STEVE ALBRECHT, BETSY S. ATKINS,
9 PATRICK WOOD, III, and UWE-ERNST BUFE

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12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA
14 SAN FRANCISCO DIVISION

15

16 IN RE SUNPOWER SECURITIES
17 LITIGATION

Case No. CV 09-5473-RS
(Consolidated)

CLASS ACTION

**DECLARATION OF ADAM M.
SHAPIRO IN SUPPORT OF
SUNPOWER DEFENDANTS'
MOTION TO DISMISS PLAINTIFFS'
FIRST AMENDED CONSOLIDATED
COMPLAINT**

21 Judge: Hon. Richard Seeborg
22 Courtroom: 3
23 Hearing Date: August 11, 2011
Hearing Time: 1:30 p.m.

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1 I, ADAM M. SHAPIRO, hereby declare:

2 1. I am an attorney licensed to practice law in the State of California and am admitted
3 to practice before this Court. I am an associate with the law firm of Morrison & Foerster LLP,
4 counsel of record for Defendants SunPower Corporation (“SunPower”), Thomas H. Werner,
5 Dennis V. Arriola, Emmanuel T. Hernandez, John B. Rodman, T.J. Rodgers, W. Steve Albrecht,
6 Betsy S. Atkins, Patrick Wood, III, and Uwe-Ernst Bufe (collectively, the “SunPower
7 Defendants”). I submit this Declaration in support of the SunPower Defendants’ Motion to
8 Dismiss Plaintiffs’ First Amended Consolidated Complaint filed on April 18, 2011. I make this
9 Declaration based on personal knowledge, except where otherwise indicated. All capitalized and
10 abbreviated terms used herein have the same meanings set forth in the SunPower Defendants’
11 Motion to Dismiss. My Declaration authenticates two exhibits. If called as a witness, I would
12 testify to the facts listed below.

13 2. Attached as **Exhibit A** is a redline that compares Plaintiffs’ Consolidated
14 Complaint for Violation of Federal Securities Laws (“CC”) [Dkt. No. 92] with Plaintiffs’ First
15 Amended Consolidated Class Action Complaint for Violations of the Federal Securities Laws
16 (“FAC”) [Dkt. No. 153]. This redline was created at my direction using Workshare Professional
17 5.23, an electronic document-comparison program. The exhibit attached to the CC is not
18 included in the redline. As the Legend on the final page of **Exhibit A** indicates, underlined blue
19 text shows text that has been inserted into the FAC, crossed-out red text shows text that has been
20 deleted from the CC, crossed-out green text shows text that has been moved from one place in the
21 CC to a different place in the FAC, and underlined green text shows where in the FAC the text
22 has been moved to.

23 3. I compared the redline to the CC and the FAC to ensure the accuracy of inserted,
24 deleted, and moved text. I also inserted page numbers. Where necessary, I edited the redline
25 generated by Workshare Professional 5.23 in Microsoft Office Word 2003 to accurately reflect
26 the differences between the CC and the FAC.

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1 4. Attached as **Exhibit B** is a chart containing allegedly false and misleading
2 statements alleged in the FAC that are either forward-looking statements, vague statements of
3 corporate optimism, or both.

4 I declare under penalty of perjury under the laws of the United States of America that the
5 foregoing is true and correct and that this Declaration was executed in San Francisco, California,
6 on this 23rd day of May, 2011.

/s/ Adam M. Shapiro
Adam M. Shapiro

ECF CERTIFICATION

2 I, Angela E. Kleine, am the ECF User whose identification and password are being used
3 to file this Declaration of Adam M. Shapiro in Support of Sunpower Defendants' Motion to
4 Dismiss Plaintiffs' First Amended Consolidated Complaint. In compliance with General Order
5 45 X.B., I hereby attest that Adam M. Shapiro has concurred in this filing.

6 || Dated: May 23, 2011

By: /s/ *Angela E. Kleine*
Angela E. Kleine